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Distributor LLC, Robert S. Dow, and the persons identified in the prior
Complaint as “The Partners”

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

In Re LORD ABBETT MUTUAL FUNDS
FEE LITIGATION

MASTER FILE: 04-cv-559 (WJM)

NOTICE OF MOTION TO DISMISS
PLAINTIFFS’ SECOND AMENDED
DERIVATIVE COMPLAINT

THIS DOCUMENT RELATES TO: ALL ACTIONS

PLEASE TAKE NOTICE that on March 27, 2006, or on a date thereafter to be set by the Court in accordance with the briefing schedule established by prior Order of this Court referenced below, as soon thereafter as counsel may be heard, Kirkpatrick & Lockhart Nicholson Graham LLP, attorneys for Defendants, Lord, Abbett & Co., LLC, Lord Abbett Distributor LLC (collectively “Lord Abbett”), Robert S. Dow and the individual defendants identified in the prior complaints as “The Partners” (the “Partner Defendants”), will move pursuant to Fed. R. Civ. P.

12(b)(6), 15 and L. Civ. R. 7.1, before the Honorable William J. Martini, United States District Judge, at the Martin Luther King, Jr. Federal Building and United States Courthouse, 50 Walnut Street, Newark, New Jersey, for an Order dismissing the Second Amended Derivative Complaint with prejudice, and for such other relief as the Court deems just and proper;

PLEASE TAKE FURTHER NOTICE that in support of this motion, Lord Abbett, Robert S. Dow and the Partner Defendants will rely upon: (i) the Certification of Christopher A. Barbarisi filed herewith; (ii) the Certification of Christopher A. Barbarisi dated November 16, 2004, and previously filed with the Court as part of the Lord Abbett defendants' motion to dismiss the prior amended complaint of the same date, (iii) the accompanying Certificate of Service; and (iv) the accompanying proposed Order;

PLEASE TAKE FURTHER NOTICE that, by previous Order of this Court, plaintiffs' opposition to this motion, if any, shall be served and filed on or before April 7, 2006, and Defendants' reply, if any, shall be served and filed on or before May 8, 2006.

/s/ CHRISTOPHER A. BARBARISI (8716)
CHRISTOPHER A. BARBARISI

Dated: February 21, 2006